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Electronically Recorded

Tarrant County Texas

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PGS 4

AMENDMENT TO OIL AND GAS LEASE

THE STATE OF TEXAS

§ §

RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

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WHEREAS, on March 31st, 2008, a No Surface Use Oil and Gas Lease was entered into by and between Carl D. Martin and Myrtle Virginia Martin, Co-Trustees of the Martin Family Revocable Living Trust, whose address is 1914 River Bend Rd., Arlington, Texas 76014, herein called ("Lessor," whether one or more), and Paloma Barnett, LLC, whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002, herein called ("Lessee," whether one or more); which is recorded in the Official Public Records of Tarrant County, Texas as D208287615; and,

WHEREAS, Paloma Barnett, L.L.C. assigned all of its right, title and interest in and to the lease to Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, whose address is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118; and,

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and,

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below:

1) The Lease states that the land covered thereby (the "leased premises") is described as follows:

0.2209 acres of land, more or less, also being known as Block 13-R, Lot 27-R, Briar Meadows Addition, Third Installment, Revised, an addition to the City of Arlington, Tarrant County, Texas, out of the J.W. Corbelt Survey, Abstract Number 607, Tarrant County, Texas, and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian rights.;

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas as follows:

The PROPERTY DESCRIPTION within the said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas is deleted in its entirety and substituted with the following Property Description:

0.2209 acres, more or less, situated in the John W Gorbett Survey, A-607, and being Lot 27R, Block 13R, of Briar Meadow Addition, an addition to the City of Arlington, Tarrant County, Texas, according to the map or plat thereof recorded in Volume 388-109, Page 12, Plat Records, Tarrant County Texas.

2) The signatures appearing on the Lessor signature block of the Lease read as follows:

Carl D. Martin

Myrtle V. Martin

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas as follows:

The LESSOR IDENTIFICATION within the said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas is deleted in its entirety and substituted with the following Lessor Identification:

The Martin Family Revocable Living Trust

By: Carl D. Martin, as Co-Trustee

By: Myrtle V. Martin, as Co-Trustee

Lessor(s) does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor(s) does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease.

In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of the signatures below.

The Martin Family Revocable Living Trust By: Sarl J. Wartin, as Co-Trustee By: Myrtle V. Martin, as Co-Trustee Lessee(s): CHESAPEAKE EXPLORATION, L.L.C. By: Henry J. Hood, Sr. Vice President Land and Legal & General Counsel TOTAL E&P USA, INC., a Delaware corporation By: Eric Bonnin, Vice President Business Development and Strategy

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ACKNOWLEDGMENTS

STATE OF TEXAS

COUNTY OF TARRANT

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This foregoing instrument was acknowledged before me on the 15 day of Docembon 2010, by Carl D. Martin and Myrtle Virginia Martin, Co-Trustees of the Martin Family Revocable Living Trust, on behalf of said Trust.

BRENDA HAMPTON HIGGINS
HOTARY PUBLIC STATE OF TEXAS
COMMISSION EXPRESS
11-25-2013

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ACKNOWLEDGMENTS

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COUNTY OF	_			
	10, by Henry .	J. Hood, Sr. Vic	before me on the ce President - Land RATION, L.L.C.	
	Notary Public in and for The State of			
STATE OF	- § § 8			
COUNTY OF	§			
2010, by Eric Bonnin	as Vice Preside	nt – Business De	re me this day of _ evelopment and Strates eed and behalf of such c	y of TOTAL
	Not	tary Public in and	for The State of	